

RECORDATION NO. 26568 FILED

SEP 25 '06

2-51 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

September 21, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and one (1) copy of a Memorandum of Lease Agreement, dated September 12, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: HCA Mountain Minerals (Lethbridge) Ltd.
665 - 8th Street, Suite 888
Calgary, AB T2P 3K7
CANADA


A description of the railroad equipment covered by the enclosed document is five (5) 3560 cubic foot open hopper cars, with car numbers FURX 922806, FURX 922808, FURX 922833, FURX 922861 and FURX 922869.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Documentation Specialist

Enclosures
(HCAM003)

SEP 25 '06

2-51 PM

ASSGN. NO.: HCAM003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12 day of September, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HCA Mountain Minerals (Lethbridge) Limited ("Lessee"), a Canadian corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 13, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & MarketingBy: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKYTitle: MGR OF DOCUMENTATION Executed on this 13th day of September, 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

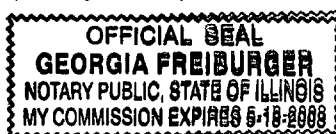
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of September, 2006.

[Signature]
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

HCA MOUNTAIN MINERALS (LETHBRIDGE)
LIMITED

ATTEST:

By: Alan Minty

Name: ALAN MINTY

Title: VP Marketing & Development

By: _____

Name: _____

Title: _____

Executed on this 12 day of September, 2006.

[CORPORATE SEAL]

PROVINCE OF Alberta

DISTRICT OF _____

I, Chris Knight, a Commissioner of Oaths of the Province and District
aforesaid, certify that Alan Minty personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of Sept, 2006.

M. C. Knight
Commissioner of Oaths

Commission Expires: _____

Commissioner of Oaths

Martha Christiana Knight
A Commissioner for Oaths in and
for the Province of Alberta
My Commission Expires December 31, 2008
Appointee #00862815

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Open top hopper rail cars, 100 ton, 263 GRL,
3560 cu. ft. capacity.

CAR NUMBERS: FURX 922806, FURX 922808, FURX 922833,
FURX 922861 and FURX 922869.